

**CERTIFICATE OF LIMITED LIABILITY COMPANY
RESOLUTIONS OF TURKEY LAKE, LLC**

I, Michael Linehan (the “Authorized Manager”), hereby certify that I am the sole member of MPL Funding, LLC, the managing member of Turkey Lake, LLC (the “Company”), a New York limited liability company, and that I am duly authorized to execute and deliver this certificate on its behalf.

I further certify that the following resolutions were duly adopted at a special meeting of the Company held on October 19, 2015, at which all members were present and acting throughout, and that such resolutions were the only resolutions pertaining to the subject matter hereof adopted at such meeting, and remain in full force and effect.

WHEREAS, the Authorized Manager has reviewed and considered the material presented by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company’s businesses;

WHEREAS, the Authorized Manager has had the opportunity to ask questions of the management and the financial and legal advisors of the Company regarding the strategic alternatives to the Company;

NOW, THEREFORE, BE IT RESOLVED, that it is desirable and in the best interests of the Company and the Company’s creditors and other parties-in-interest that the Company file, or cause to be filed, a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Northern District of New York;

RESOLVED FURTHER, that the Authorized Manager is specifically authorized, empowered, and directed to on behalf of, and in the name of, the Company to execute, verify, certify, and file a petition under chapter 11 of the Bankruptcy Code and all other petitions, motions, pleadings, applications, exhibits, schedules, lists, papers, instruments, or documents, and to take any and all actions that he deems necessary or proper to obtain such relief under the provisions of the Bankruptcy Code, including, but not limited to, any action necessary to maintain the ordinary course operations of the Company’s business;

RESOLVED FURTHER, that the Authorized Manager be, and hereby is, authorized, empowered, and directed to employ and engage LeClairRyan, A Professional Corporation (“LeClairRyan”), as legal counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company’s rights and obligations and, in connection therewith, the Authorized Manager be, and hereby is, authorized, empowered, and directed on behalf of, and in the name of, the Company to execute appropriate retention agreements, to pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of LeClairRyan;

RESOLVED FURTHER, that the Authorized Manager be, and hereby is, authorized, empowered, and directed to employ and engage JC Jones & Associates, LLC ("JC Jones") as a financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations and, in connection therewith, the Authorized Manager be, and hereby is, authorized, empowered, and directed on behalf of, and in the name of, the Company to execute appropriate retention agreements, to pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of JC Jones;

RESOLVED FURTHER, that the Authorized Manager be, and hereby is, authorized, empowered, and directed to employ and engage any other legal counsel, accountants, financial advisors, and other professionals to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations and, in connection therewith, the Authorized Manager be, and hereby is, authorized, empowered, and directed on behalf of, and in the name of the Company to execute appropriate retention agreements, to pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of such other legal counsel, accountants, financial advisors, and other professionals;

RESOLVED FURTHER, that the Authorized Manager, with the power of delegation, be, and hereby is, authorized, empowered, and directed on behalf of, and in the name of, the Company (i) to take or cause to be taken any and all such further actions and to prepare, execute and deliver or cause to be prepared, execute and delivered and, where necessary or appropriate, to file or cause to be filed with the appropriate governmental authorities, all such other petitions, motions, pleadings, applications, exhibits, schedules, lists, papers, instruments, and documents; (ii) to incur and pay or cause to be incurred and paid all fees, expenses, and taxes; and (iii) to engage such persons as the Authorized Manager, in his sole discretion, may determine to be necessary or appropriate to carry out fully the intent and purposes of the foregoing resolutions and each of the transactions contemplated thereby, in each case, including any such petitions, motions, pleadings, applications, exhibits, schedules, lists, papers, instruments, and documents contemplated by the foregoing resolutions;

RESOLVED FURTHER, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were approved or certified, are hereby in all respects authorized, approved, ratified, confirmed, and adopted as acts of the Company;

RESOLVED FURTHER, that the signature of the Authorized Manager on any petition, motion, pleading, application, exhibit, schedule, instrument, document, certificate, agreement or other writing shall constitute conclusive evidence that the Authorized Manager deemed such act or thing to be necessary, advisable, or appropriate;

RESOLVED FURTHER, that the Authorized Manager is specifically authorized to conduct and manage the business and affairs of the Company by exercise of any of the powers reserved for managing members in the Operating Agreement, including any actions related to

conducting any and all investigations that the Authorized Manager deems in the best interest of the Company, its creditors, and other parties-in-interest.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of the date first written above.

By: Turkey Lake, LLC, Sole Member

By: MPL Funding LLC, a New York limited liability company as a Member Manager

By: 
Michael Linehan, Sole Member